

Maire S.p.A. – Ordinary Shareholders’ Meeting of April 14th / 15th 2025

Proxy form and Voting instructions to Computershare S.p.A. which is the only subject legitimately entitled to attend the Meeting

Maire S.p.A. has appointed **Computershare S.p.A.**, through its employee or duly entrusted staff member, acting as **Appointed Representative** pursuant to article 135-undecies.1 of Italian Legislative Decree no. 58/98 (TUF), to collect the voting proxies relating to Maire Ordinary Shareholders’ Meeting convened on **April, 14th 2025, at 10,30 am on first call**, and on April, 15th 2025 at 10,30 am on second call, under the conditions and within the deadlines reported in the notice of call published on **March 5th 2025** on the website of Maire S.p.A.: www.groupmaire.com.

The proxy and voting instructions may be revoked within the same date with the procedures used for the conferral.

Conferral of proxy and voting instructions by signing and submitting this form is free of charge, except where transmission or postal charges apply.

Art. 135-*decies* of Legislative Decree 58/98 (Conflicts of interest of representative and substitute)

Computershare S.p.A., acting as Appointed Representative, is not subject to any conflicts of interest as defined under Article 135-*decies* of Legislative Decree 58/98. However, in the event of unknown circumstances or in the event of amendment or integration to the motions presented to the meeting, Computershare **does not intend** to vote in a manner incompatible with the instructions received.

PROXY FORM

Fill in the requested information on the basis of the Instructions below. The Company will be notified by Computershare S.p.A. (1)

* Indicates mandatory field

The undersigned *.....place of birth *.....date of birth*..... Tax Code (or other equivalent code)*
.....

residing in (town/city) *..... address *..... State*.....

telephone no*, e-mail*

entitled to the voting right as :**(2)** registered shareholder - legal representative - proxy holder with power of sub-delegation - pledgee - contango broker - usufructuary

depositary - manager - other (specify)

for n° *..... ordinary shares Maire (ISIN IT0004931058) - for n° *..... shares with increased voting rights Maire (ISIN IT0005105231)

for n° *..... ordinary shares Maire (ISIN XXITV0000107) - for n° *..... ordinary shares Maire (ISIN XXITV0000099)

(3) registered in favour ofplace of birth *.....date of birth.....Tax Code (or other equivalent code).....

residing in (town/city)*..... (address*).....State*.....

registered in the securities account **(4)** n°..... atBank code Sorte code

as resulting from communication no **(5)** made by (Bank) *.....

DELEGATES the above Appointed Representative to attend and exercise the right to vote at the above-mentioned meeting, with reference to the above shares, as per the instructions provided and

DECLARES that he/she is aware that:

- the proxy to the Appointed Representative may contain voting instructions for only some and not all items on the agenda and that, in this event, the vote shall be exercised only for the proposals in relation to which voting instructions have been conferred;
- the voting instructions given to the Appointed Representative can only be executed with the condition that Maire has received, by the beginning of the Shareholders’ Meeting, the notice of the authorised intermediary regarding the shares indicated in the proxy form.

DATE..... Form of Identification **(6)** (type)*.....issued by*.....no*.....SIGNATURE/STAMP.....

NOTE: It is not possible to grant this proxy form without the voting instructions form to be downloaded from the company’s website www.groupmaire.com.

For any information you can contact Computershare S.p.A. on +39/06/45417413 (operating from 10:00 to 13:00 and from 14:00 to 17:00 from Monday to Friday - excluding public holidays or by e-mail to ufficiorm@computershare.it.

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VOTING INSTRUCTIONS

(For use of Appointed Representative only - tick relevant boxes and send to Computershare S.p.A. as per the instructions for filling in)

WARNING

This voting instructions form could be amended to include any proposal of resolution and/or vote on the items on the agenda that were presented by shareholders until March 15, 2025; in this event, the voting instruction will be dispatched by March 30, 2025, including the new proposals, in line with the notice of call

The undersigned (7)

Instructs the Appointed Representative to vote at the above-mentioned shareholders’ meeting as follows **(8)**

RESOLUTIONS TO BE VOTED		VOTING INSTRUCTIONS		
		<i>F(for), C (against), A (abstain)</i>		
1. Financial Statements at 31 December 2024; proposal on the allocation of the year’s result and dividend distribution				
0010 (n. odg Monte Titoli)	1.1. Company Financial Statements at 31 December 2024, Consolidated Financial Statements at 31 December 2024, Directors’ Report, Report by the Board of Statutory Auditors and Independent Auditors’ Report; related and consequent resolutions.			
Section A – vote for resolution proposed by the Board of Directors (9)		F	C	A
Section A2 – vote for proposal published pursuant to article 135-undecies.1, sub. 2 of TUF (10)		F	C	A
0020 (n. odg Monte Titoli)	1.2. Proposal on the allocation of the year’s result and dividend distribution; related and consequent resolutions.			
Section A – vote for resolution proposed by the Board of Directors		F	C	A
Section A2 – vote for proposal published pursuant to article 135-undecies.1, sub. 2 of TUF (10)		F	C	A
2. Appointment of the Board of Directors				
0030 (n. odg Monte Titoli)	2.1 Determination of the number of components.			
Section A2 – vote for proposal published pursuant to article 135-undecies.1, sub. 2 of TUF (10)		F	C	A
0040 (n. odg Monte Titoli)	2.2 Determination of the term of office.			
Section A2 – vote for proposal published pursuant to article 135-undecies.1, sub. 2 of TUF (10)		F	C	A
0050 (n. odg Monte Titoli)	2.3 Appointment of members.			
Section A – vote For the list (motion) with the number to be filled in the side box or vote Contrary/Abstention to all lists (motions) (12)		N...	C	A
0060 (n. odg Monte Titoli)	2.4 Appointment of the Chairman.			
Section A2 – vote for proposal published pursuant to article 135-undecies.1, sub. 2 of TUF (10)		F	C	A
0070 (n. odg Monte Titoli)	2.5 Determination of remuneration.			
Section A2 – vote for proposal published pursuant to article 135-undecies.1, sub. 2 of TUF (10)		F	C	A

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3. Appointment of the Board of Statutory Auditors			
0080 (n. odg Monte Titoli)	3.1 Appointment of members and of the Chairman.		
Section A – vote For the list (motion) with the number to be filled in the side box or vote Contrary/Abstention to all lists (motions) (12)			N... C A
0090 (n. odg Monte Titoli)	3.2 Determination of remuneration.		
Section A2 – vote for proposal published pursuant to article 135-undecies.1, sub. 2 of TUF (10)			F C A
4. Report on the 2025 Remuneration Policy and fees paid			
0100 (n. odg Monte Titoli)	4.1 Approval of the 2025 Remuneration Policy pursuant to Article 123-ter, paragraph 3-ter, of Legislative Decree no. 58/1998.		
Section A – vote for resolution proposed by the Board of Directors (9)			F C A
Section A2 – vote for proposal published pursuant to article 135-undecies.1, sub. 2 of TUF (10)			F C A
0110 (n. odg Monte Titoli)	4.2 Resolutions on the "Second Section" of the Report, pursuant to Article 123-ter, paragraph 6, of Legislative Decree no. 58/1998.		
Section A – vote for resolution proposed by the Board of Directors (9)			F C A
Section A2 – vote for proposal published pursuant to article 135-undecies.1, sub. 2 of TUF (10)			F C A
0120 (n. odg Monte Titoli)	5. Adoption of the "MAIRE Group's Long-Term Incentive Plan 2025-2027", pursuant to Article 114-bis of Legislative Decree No. 58/1998; related and consequent resolutions.		
Section A – vote for resolution proposed by the Board of Directors (9)			F C A
Section A2 – vote for proposal published pursuant to article 135-undecies.1, sub. 2 of TUF (10)			F C A
0130 (n. odg Monte Titoli)	6. Authorisation to purchase and dispose of treasury shares; related and consequent resolutions.		
Section A – vote for resolution proposed by the Board of Directors (9)			F C A
Section A2 – vote for proposal published pursuant to article 135-undecies.1, sub. 2 of TUF (10)			F C A

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0140 (n. odg Monte Titoli)	7. Amendment of the economic terms of the appointment for the independent audit of the accounts conferred, in accordance with Italian Legislative Decree 39/2010, to the company PricewaterhouseCoopers S.p.A. for the period 2016-2024, for the financial year ended 31 December 2023; related and consequent resolutions.			
Section A – vote for resolution proposed by the Board of Directors (9)		F	C	A
Section A2 – vote for proposal published pursuant to article 135-undecies.1, sub. 2 of TUF (10)		F	C	A

0150 (n. odg Monte Titoli)	8. Appointment of Deloitte & Touche S.p.A. as the Independent Auditor of accounts to attest the conformity of the sustainability report and determination of fees pursuant to Legislative Decree 39/2010; related and consequent resolutions.			
Section A – vote for resolution proposed by the Board of Directors (9)		F	C	A
Section A2 – vote for proposal published pursuant to article 135-undecies.1, sub. 2 of TUF (10)		F	C	A

Derivative action against Directors

Vote for proposed derivative action pursuant art. 2393, subsection 2 of Italian civil code upon approval of the annual financial statements <i>(If no voting instruction are indicated, the Appointed Representative will vote C – against)</i>	F	C	A
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DATE

SIGNATURE

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Instructions for completing and submitting the form

This form could be updated and integrated if the Company receives requests for integrations or proposals pursuant to art. 126-bis of the TUF (where applicable) or individual resolution proposals relating to the items on the agenda.

1. **The Proxy form** must be notified to the Company (*together with a valid ID document and, in case, the documentation providing proof of the signatory power*) via the Appointed Representative together with the **Voting Instructions** reserved to him within **April 10th, 2025, for the first call** and April 11th, 2025, for the second, using one of the following methods:
 - 1) **Registered Email Holders (PEC):** as an attachment document (PDF format) sent to ufficioroma@pecserviziotitoli.it in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder;
 - 2) **Digital Signature Holders (FEA):** as an attachment document with digital signature sent to ufficioroma@pecserviziotitoli.it in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Digital Signature Holder;
 - 3) **Common Email address Holders:** as an attachment document (PDF format) sent to ufficioroma@pecserviziotitoli.it. In this case, the hard copy of the proxy shall be sent via ordinary mail service to Computershare S.p.A. via Monte Giberto, 33 00138 Roma.

The use of different email address than those mentioned above or a delay respect to the deadline, as well as the only use of ordinary mail service, will not ensure the correct submission of the proxy.

2. Specify the capacity of the proxy signatory and attach, if necessary, documentation proving signatory powers.
3. To be completed only if the owner of the shares is different from the proxy signatory; mandatory fields on relevant personal details must be completed.
4. Provide details on the securities account numbers, Bank Codes and Sort Codes of the Depository Intermediary, or in any case his or her name, available in the securities account statement.
5. Reference to the communication made by the intermediary and his/her name, if differing from the depository of the securities account as per point 4 above.
6. Provide details on a valid form of identification of the proxy signatory.
7. Provide the name and surname of the signatory of the Proxy form and Voting instructions.
8. Pursuant to article 135-undecies, subsection 3, of Italian Legislative Decree no. 58/1998, "Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried".
9. The resolutions proposed to the shareholders' meeting, which are briefly referred to herein, are reported in the illustrative reports published on the company website www.groupmaire.com and available at Maire S.p.A.'s registered offices.

Computershare S.p.A., as Appointed Representative, has no personal interest or interest on behalf of a third party in the proposals mentioned, however, in the event of unknown circumstances or in the event of amendment or integration to the motion presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received.

The vote is expressed by ticking the relevant box between the following: **F** (for), **C** (against) or **A** (abstain).
10. Section A2 allows to receive instructions when an alternative, complementary or additional resolution to the motion proposed by the Board of Directors had been presented and published pursuant to art. 126-bis of the TUF, within the term and in the cases provided. The Appointed Representative shall vote on each motion in accordance with the instructions received and the delegating party shall give instructions consistent with the type of proposals (alternative or complementary) published.
11. In the absence of a proposal from the Board of Directors or other proposal published subsequently and reported in the instruction form, the Appointed Representative will be called to approve a proposal from those presented at the meeting by the President on behalf of the proposing subjects. Therefore the voting instructions are collected by the Appointed Representative in Section C as the only expression of vote on the proposals presented by the subjects indicated therein. The voting instructions provided in relation to the different characteristics of the proposers indicated in Section C may also be identical to each other but bind the Appointed Representative to cast the vote only if the proposer has the characteristics indicated in the correspondent instruction. In the case of several proposals submitted by various subjects holding minority interests not previously disclosed and not reported in the instruction form, the Appointed Representative will not be able to cast any vote.
12. Indicate the number of the list or the proposal (as provided on the Company website) that you want to vote "for" or indicate your preference to vote against (C) or to abstain (A) which will apply to all lists/proposals. If only one list/proposal is presented, the voting instructions will relate to that one.

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Italian Legislative Decree no. 58/98 (T.U.F)

Article 135-decies

(Conflict of interest of the representative and substitutes)

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest. Article 1711, second subsection of the Italian Civil Code does not apply.
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
 - a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;
 - b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
 - c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
 - d) is an employee or auditor of the company or of the persons indicated in paragraph a);
 - e) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
 - f) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

Article 135-undecies

(Appointed representative of a listed company)

1. Unless the Articles of Association decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person appointed as representative shall have no interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party appointed as representative may not be assigned proxies except in compliance with this article.
5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the indicated terms of Article 135-decies may express a vote other than that indicated in the voting instructions.

Article 135-undecies.1

(Participation in the shareholders' meeting by the designated representative)

1. The articles of association can rule that participation in the shareholders' meeting and exercise of voting rights are exclusively performed by a representative designated by the company in accordance with Article 135-undecies. The party designated as representative may be assigned proxies or sub-proxies in accordance with Article 135-novies, departing from Article 135-undecies, paragraph 4.
2. Submission of resolution proposals at a shareholders' meeting is not allowed. Without prejudice to the provisions of Article 126-bis, paragraph 1, first sentence, those who have voting rights can individually submit resolution proposals on the meeting's agenda items or proposals whose submission is in any case allowed by the law not later than fifteen days prior to the date of the first or only call of the meeting. The resolution proposals are made public on the company Internet site within two days from expiry of the term. Legitimation to the individual submission of resolution proposals is subordinate to the receipt by the company of the communication contemplated by Article 83-sexies.
3. The right to ask questions referred to in Article 127-ter is exclusively exercised before the meeting. The company provides at least three days prior to the meeting the answers to the questions received.
4. Paragraph 1 is also applied to the companies admitted to trading in a multilateral negotiation system.

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INFORMATION ON PERSONAL DATA PROCESSING

Pursuant to the Regulation(EU) 2016/679 (the “Regulation”)

Personal Data Controller

Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni, 19 (hereinafter, “**Computershare**” or the “**Controller**”), Appointed Representative of the company pursuant to article 135-*undecies* of Italian Legislative Decree no. 58/98 (TUF), as controller of “**Processing**” (as defined in article 4 of the Regulation) of Personal Data (as defined below) provides the present “Information on Personal Data Processing”, in compliance with the provisions of the applicable law (article 13 of Regulation and subsequent national legislation)

Object and methods of processing

The personal data of the shareholder and of his possible representative (hereinafter, the “**Delegating party**”), as well as the residence, the tax code, the details of the identification document, the email address, the telephone number and the shareholding (hereinafter “**Personal Data**”) are communicated by the Delegating party, even by electronic means, to Computershare through this form, in order to grant the proxy to attend and to vote at the shareholders’ meeting on behalf of the Delegating party according his voting instructions

The Controller process the Personal Data of the Delegating party reported in this form, lawfully, fairly and limited to what is necessary in relation to the purposes for which they are processed. The processing - as collection or any other operation as set forth in the definition of “processing” pursuant article 4 of the Regulation – shall be performed by papery or automated means, implementing the appropriate organizational and logical measures required by the purposes here above mentioned.

Purpose and legal basis of the Processing

The purpose of the Processing by the Controller is to allow the correct expression of voting instruction by the Appointed Representative in the shareholders’ meeting on behalf of the Delegating Party, in compliance with the provisions of the aforementioned art. 135-*undecies* of TUF.

The legal basis of the Processing is represented by:

- contractual obligations: to comply with the obligations arising from the agreement between the Delegating Party and the Appointed Representative;
- legal obligations: to comply with the legal obligations the Appointed Representative shall fulfil towards the company and the Authorities.

The collection and the Processing of Personal Data is necessary for the purposes indicated above. Failure to provide the aforementioned Personal Data implies, therefore, the impossibility to establish and manage the above agreement.

Recipients, storage and transfer of Personal Data

The Personal Data will be made accessible, for the purposes mentioned above - before, during and after the shareholders' meeting - to the employees and collaborators of the Controller who are in charge of Processing.

The Personal Data provided will be kept for a period of at least 1 year, in accordance with current legislation and will be disclosed to third parties only in compliance with legal obligations or regulations or at the request of the Authorities. This period is consistent with the provisions of current legislation.

Personal Data will be processed within the European Union and stored on servers located within the European Union. The Personal Data will be communicated to the Company to comply with the obligation under the law regarding the shareholders meeting’s minutes, updating of shareholders’ register and to third parties only if required by the Authorities.

Rights of the Delegating party

The Delegating Party has the right to ask, in every moment, which Personal Data and how they are processed . The Delegating party may ask to update, complete, correct or even erase the Personal Data. The Delegating party can also ask to restrict the use of his Personal Data or withdraw the consent to use them, but in such case it will be impossible to attend and vote at the shareholders’ meeting. The Personal Data and the voting instructions will be kept for 1 year at disposal of the Authorities.

For the exercise of the aforementioned rights, the Delegating party can write to Computershare to the address reported in the form or to the following email address dataprotection@computershare.it. For the Privacy Policy and all Computershare activities, please visit our website <https://www.computershare.com/it/policy> .

Computershare S.p.A.